FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: Expires: Estimated average burden

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FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

SEC USE ONLY DATE RECEIVED

ONITORIA LIMITED OFFERING LASE	
Name of Offering (check if this is an amendment and name has changed, and indicate change.) WestWind Partners, L.L.C.	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 X Rule 506 X Section 40	6) X ULOE
Type of Filing: X New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	04031742
WestWind Partners, L.L.C.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
249 Research Parkway, Davenport, Iowa 52806	515-283-4664
Address of Principal Business Operations (Number and Street, City, State, Zip Code (if different from Executive Offices)	DOCESSE
Brief Description of Business Acquisition and operation of various businesses	JUN 03 2004
Type of Rusiness Organization	THOMSON
corporation limited partnership, already formed X other	(please specify): limited liability company FINANCIAL
business trust limited partnership, to be formed	
Month Year	
	timated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for St	
CN for Canada; FN for other foreign jurisdiction)	

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or hear typed or printed signatures

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

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2. Enter the information requested for the following:	
• Each promoter of the issuer, if the issuer has been organized within the past five years;	
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the	issuer.
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and	
• Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: Promoter Beneficial Owner X Executive Officer Director General and/or	
James M. Campbell	
Full Name (Last name first, if individual)	
1421 11th Street West, Milan, IL 61264	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner X Executive Officer Director General and/or	
Thomas G. Rotherham	
Full Name (Last name first, if individual)	
7321 E Visao Drive, Scottsdale, AZ 85262	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner X Executive Officer Director General and/or	
Jeff DeVries Managing Partner	
Full Name (Last name first, if individual)	
1421 11th Street West, Milan, IL 61264	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or	
Smooth Investors, LLC	
Full Name (Last name first, if individual)	
c/o Jeff Lamson, 1444 N.W. 124th Ct., Des Moines, Iowa 50325-8150	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter X Beneficial Owner Executive Officer Director General and/or	
Managing Partner	
Midland Holdings, LLC full Name (Last name first, if individual)	
1421 11th Street West, Milan, IL 61264	
Business or Residence Address (Number and Street, City, State, Zip Code)	
, and an	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or	
Managing Partner	
Full Name (Last name first, if :ndividual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or	
Managing Partner	
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)	

					P P	VEORVIAT	юмавоц	I OFFERI	NG HE IF				
1.	Has the	icener enli	l, or does th	ne icener ir	stend to se	11 to non-a	ceredited is	nvectors in	thic offeri	na?		Yes	No
١.	1143 610	133401 3010	i, or does in			Appendix,				-			\boxtimes
2.	What is	the minim	um investin									\$ 250,000	
-					20 4000	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,				•••••	Yes	No
3.	Does th	e offering j	permit joint	ownershi	p of a sing	le unit?						$\overline{\mathbf{X}}$	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
		Last name	first, if indi	vidual)									
N/		Residence	Address (N	umber and	Street Ci	ity State 7	in Code)				.		
Dus	inicss of .	Residence	Mathics (14	diffeet and	1 311001, 01	nty, State, Z	ip Code)						
Nar	Name of Associated Broker or Dealer												
Star	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers						
	(Check	"All States	" or check	individual	States)					*******		☐ Al	1 States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Ful	l Name (I	Last name	first, if indi	vidual)									
Bus	iness or	Residence	Address (N	Number an	d Street, C	lity, State, 2	Zip Code)						
Mar	no of Ass	aniated Dr	oker or Dea	10#									
(Va)	iic or Ass	Socialed Di	oker or Dea	atej									
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers						
	(Check	"All States	" or check	individual	States)							☐ Al	1 States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	ĪII	ID
		1N	1A	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE SC	[VV]	NII	NJ	NM	NY	NC	ND	<u>011</u>	OK	OR	PA
_	[RI]	(SC)	[SD]	TN	[IX]	(UT)	VŤ.	(VA)	(WA)	WV	WI	WY.	PR
Ful	l Name (l	Last name	first, if indi	ividual)									
Bus	siness or	Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)						
Nar	ne of Ass	sociated Br	oker or Dea	aler									
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	or check	individual	States)		***************************************	• • • • • • • • • • • • • • • • • • • •			••••••••	☐ Ai	l States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK W1	MS OR WY	ID MO PA PR

EN THE THE PARTY OF THE RING PRICE. NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Type of Security Offering Price Sold Debt \$ \$11,750,000 Common Preferred Convertible Securities (including warrants) \$ Partnership Interests\$ **)** \$ Other (Specify Total \$11,750,000 \$11,750,000 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases 19 Accredited Investors \$11,750,000 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 N/A Regulation A Rule 504 Total____ Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs.... **\$**25,000 Legal Fees Accounting Fees Engineering Fees □ \$ Sales Commissions (specify finders' fees separately)..... Other Expenses (identify) Travel, etc. \$15,000 \$65,000

Total

	and total expenses furnished in response to Part C - proceeds to the issuer."	ering price given in response to Part C — Question 1 — Question 4.a. This difference is the "adjusted gross		\$ 11,685,000
	each of the purposes shown. If the amount for	proceed to the issuer used or proposed to be used for any purpose is not known, furnish an estimate and of the payments listed must equal the adjusted gross art C — Question 4.b above.		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees			s
	Purchase of real estate	[] \$	□\$
	Purchase, rental or leasing and installation of m	achinery	٦.	□ ¢
	- · ·	acilities	` >	-] 3
	Acquisition of other businesses (including the v offering that may be used in exchange for the as	escts or securities of another		
	issuer pursuant to a merger)			
	* -	[_	_
	_ ,	[□\$
	Other (specify):]\$. 🗆 \$
			s	. 🗆 \$
	Column Totals]\$. ≥\$ 11,685,000
				1,685,0W
gn	ature constitutes an undertaking by the issuer to f	he undersigned duly authorized person. If this notice furnish to the U.S. Securities and Exchange Commist coredited investor pursuant to paragraph (b)(2) of R	sion, upon writte	
	er (Print or Type)	Signature	Date 5-28	-04
<u>u</u>	WastWind Partners, L.L.C. ne of Signer (Print or Type)	Title of Signer (Print or Type)		
	Jeff De Vries	Manager		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?						
		See Appendix, Column 5, for state respon	ase.				
2.	The undersigned issuer hereby underton D (17 CFR 239.500) at such times as	akes to furnish to any state administrator of any required by state law.	state in which this notice is filed a no	ti c c o n F orm			
3.	The undersigned issuer hereby under issuer to offerees.	takes to furnish to the state administrators, up	on written request, information furn	ished by the			
4.	limited Offering Exemption (ULOE)	at the issuer is familiar with the conditions the of the state in which this notice is filed and un stablishing that these conditions have been st	derstands that the issuer claiming the				
	uer has read this notification and knows t athorized person.	he contents to be true and has duly caused this r	notice to be signed on its behalf by the	undersigned			
lssuer ((Print or Type)	Signature	Date				
Wi	stWind Partners, L.L	.c. 6.	5-28-04				
Name (Print or Type)	Tiple (Print or Type) Manager					
Je	ff De Vries	144					

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

					PENDIX			eles et Terenes		
1	Intend to non-a investor	1 to sell accredited as in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	credited Non-Accredited				No	
AL										
AK										
AZ				2	1,000,000	0	0		х	
AR										
CA										
СО										
СТ										
DE										
DC										
FL	i			3	1,250,000	0	00		x	
GA										
HI										
ID										
IL				2	2,000,000	0	00		Х	
IN										
IA		-		9	5,500,000	0	00		x	
KS	_						<u>.</u>			
KY										
LA										
ME										
MD										
MA										
MI				11	500,000	0	0		X	
MN										
MS										

1	2		3		4						
	Intend to non-ac investors	to sell	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and				Disqualification under State ULOI (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
МО											
MT											
NE											
NV				1	750,000	0	0		Х		
NH											
NJ											
NM				<u> </u>							
NY											
NC											
ND											
ОН											
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OR											
PA											
RI											
SC							· · · · · · · · · · · · · · · · · · ·				
SD											
TN											
TX											
UT											
VT											
VA				1	750,000	0	0		Х		
WA											
wv											
WI				 							

				APP	ENDIX				
1	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									